

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

DECLARATION AND DISCLOSURE STATEMENT OF CLIFFORD WILSON,  
ON BEHALF OF HOWARD, TATE, SOWELL, WILSON, LEATHERS & JOHNSON,  
PLLC

STATE OF TENNESSEE            )  
                                      ) ss:  
COUNTY OF DAVIDSON         )

Clifford Wilson, hereby declares, pursuant to section 1746 of title 28 of the  
United States Code:

1. I am a Partner of Howard, Tate, Sowell, Wilson, Leathers & Johnson,  
PLLC, located at 150 Second Avenue, North, Suite 201, Nashville, TN 37210 (the "Firm").

2. General Motors Corporation and certain of its subsidiaries, as debtors and  
debtors in possession in the above-captioned chapter 11 cases ( collectively, the "Debtors"),  
have requested that the Firm provide legal services to the Debtors, and the Firm has consented  
to provide such services.

3. The Firm may have performed services in the past and may perform  
services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties  
in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is  
retained in cases, proceedings, and transactions involving many different parties, some of whom  
may represent or be claimants or employees of the Debtors, or other parties in interest in these

chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

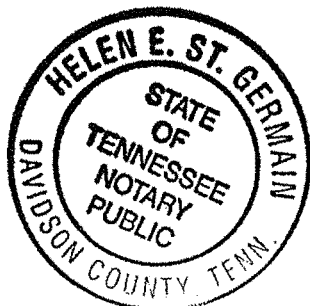
6. The Debtors owe the Firm \$0 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on

July 27 2009

By: \_\_\_\_\_



*Helen E. St Germain*  
*Notary Public*  
*My Commission Expires*  
*5/6/13*

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**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Russell B. Brooks

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:  
  
HOWARD, TATE, SOWELL, WILSON, LEATHERS & JOHNSON, PLLC  
150 Second Avenue, North  
Suite 201  
Nashville, Tennessee 37201
2. Date of retention: March 2004.
3. Brief description of services to be provided: Provide workers' compensation defense services to General Motors Corporation regarding workers injured at the Spring Hill, Tennessee facility.

4. Arrangements for compensation (hourly, contingent, etc.): Hourly
  - (a) Average hourly rate (if applicable): \$120.00 per hour.
  - (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition): Approximately \$15,000.00 per month.
  
5. Prepetition claims against the Debtors held by the firm:  
Amount of claim: \$0  
Date claim arose: None  
Source of Claim: None
  
6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:  
Name: None  
Status: None  
Amount of Claim: \$None  
Date claim arose: None.  
Source of claim: None
  
7. Stock of the Debtors currently held by the firm:  
Class of shares: None.  
No. of shares: None.
  
8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:  
Name: None.  
Status: None

Class of shares: None

No. of shares: None

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None to my knowledge

11. Name of individual completing this form: Clifford Wilson

A handwritten signature in black ink, appearing to read "Clifford Wilson", with a stylized flourish at the end.